

# **EXHIBIT “A”**



BOSTON CONNECTICUT NEW JERSEY NEW YORK WASHINGTON, DC

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July 6, 2009

**CONFIDENTIAL**

Clinton T. Ballinger, Ph.D.,  
Chief Executive Officer  
Evident Technologies, Inc.  
45 Ferry Street  
Troy, NY 12180

Re: Retention Letter

Dear Clint:

Our firm is pleased to continue our representation of Evident Technologies, Inc. (the "Company") in connection with its on going strategic transactions and business activities, certain intellectual property matters, and potential financing transactions, and in such other legal matters, as we may agree. We will represent the Company and not any officer, agent, shareholder, creditor, lender or other person.

Fees for our services will be computed on the basis of the number of hours that are worked by attorneys and paralegal employees of this firm on your matters, consistent with the Rules of Professional Conduct. Our hourly rates for attorneys range from \$200 to \$750. The hourly rates for the principal partners on the Company's assignments range from \$425 to \$650. The rates for associate lawyers and counsel on the Company's matters will range from \$340 to \$500. The current hourly rates for paralegals range from \$120 to \$255. These and other applicable rates are subject to change in the future.

The Company has made a payment of \$15,000 as a retainer. The retainer is held by this firm as a fund against which our fees, costs and expenses are charged. If our fees, costs and expenses exceed the amount of the retainer, they will be payable currently. Our fees and costs are due and payable upon the rendering of our invoice.

In addition, we will charge the Company for our expenses incurred in the course of representing the Company, as set forth on the enclosed schedule, as it may be updated from time to time. Fees and expenses of third-parties in excess of \$200 (such as consultants, local counsel, filing or recording charges and the like) generally will not be paid by us but will be billed directly to the Company. We will bill the Company monthly, and expect any payment due, in

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Evident Technologies, Inc  
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excess of retainers received, upon the rendering of our invoice. If we retain accountants on your behalf, the Company will be required to pay their fees and expenses and they also may require a retainer.

We are required to inform you under New York law that in the event of a fee dispute you are entitled to seek resolution of the dispute by arbitration under Part 137 of the Rules of the Chief Administrator of the courts of the State of New York.

At your request, we will return to the Company promptly any materials in our files that the Company may wish to keep in your possession at the conclusion of our representation of the Company in this matter. If the Company does not request that materials in our files be returned to the Company, all materials in your file will be destroyed after 10 years pursuant to this Firm's file retention/destruction policy.

Should any portion of this letter not accurately reflect our agreement regarding your engagement of our firm and the related payment arrangements, please let us know.

We look forward to continuing to represent the Company.

Very truly yours,

  
Day Pitney LLP

SR:dl